

RECORDATION NO. 23228-D FILED

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DEC 15 '00 12-15 PM
73
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 15, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Supplement No. Two to Memorandum of Lease of Railroad Equipment, dated December 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lease which was filed with the Board under Recordation Number 23228.

The names and addresses of the parties to the enclosed document are:

Lessor: SNC Fintrack Pampero
103 Avenue des Champs Elysees
75008 Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

A description of the railroad equipment covered by the enclosed document is:

Highspeed Trainset Number 6 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
December 15, 2000
Page Two

A short summary of the document to appear in the index follows:

Supplement No. Two to Memorandum of Lease of Railroad Equipment between SNC Fintrack Pampero, Lessor, and National Railroad Passenger Corporation covering highspeed trainset Number 6 bearing AMTK reporting marks and road numbers attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 6 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2030 AMTK 2031
One (1) End Club Car	AMTK 3215
One (1) Bistro Car	AMTK 3302
One (1) End Coach Car	AMTK 3417
Three (3) Coach Cars	AMTK 3554 AMTK 3549 AMTK 3555

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SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. TWO TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated December 15th, 2000, between SNC FINTRACK PAMPERO, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France (in such capacity, the "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee" or "Amtrak"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, Lessor and Lessee have entered into that certain Memorandum of Lease dated October 31, 2000 (the "*Memorandum of Lease*"), relating to that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated October 31, 2000 (the "*First Supplement*"), covering the railroad equipment identified in Schedule A thereto, which was recorded with the Surface Transportation Board on November 15, 2000 at 10:19 A.M. as Recordation Number 23228;

WHEREAS, Lessor and Lessee have entered into that certain Lease Supplement dated December 1, 2000, (the "*Second Lease Supplement*") covering the railroad equipment identified on Schedule A (the "Additional Equipment" which Additional Equipment, together with the Equipment described in the First Supplement are referred to herein as the "Equipment");

WHEREAS, Lessor and Lessee desire to supplement the Memorandum of Lease to reflect additional Equipment covered by the Second Lease Supplement;

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

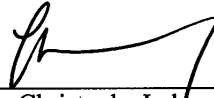
NOW THEREFORE, in consideration of the foregoing, the parties wish to show forth public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant

Document, all right, title and interest of Lessor in and to the Equipment shall automatically and without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SNC FINTRACK PAMPERO

By: 
Name: Christophe Lelong
Title: Attorney-in-fact
Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: Arlene Friner
Title: Chief Financial Officer

Je soussigné M^e CODRON
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
A. LELONG
apposée ci-dessus.
A St Chéron, le ...



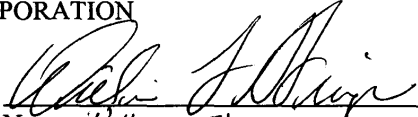


IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SNC FINTRACK PAMPERO

By: _____
Name: _____
Title: _____
Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By:  _____
Name: William Stringer
Title: Acting Treasurer

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 11th day of December, 2000, before me personally appeared William Strong, to me personally known, who, by me being duly sworn, says that he/she is the Acting Treasur of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 2-14-05

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